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1877

BROOKLYN, FLATBUSH AND CONEY ISLAND RAILWAY COMPANY

BY-LAWS. ADOPTED
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BY-LAWS

OF THE

Brooklyn, Flatbush

AND

CONEY ISLAND

RAILWAY COMPANY.

1877

BY-LAWS

OF THE

Brooklyn, Flatbush

AND

CONEY ISLAND

RAILWAY COMPANY.

ADOPTED OCTOBER, 1877.

BROOKLYN:
EAGLE JOB AND BOOK PRINTING DEPARTMENT.
1877.

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Officers:

President.
JOHN A. LOTT.

Treasurer.
CHARLES C. BETTS.

Secretary.
MONROE B. WASHBURN.

Counsel.
BENJ. F. TRACY.

Directors:

JOHN A. LOTT.
HENRY C. MURPHY.
THOMAS SULLIVAN.
JAMES HOW.
WILLIAM MARSHALL.
TUNIS G. BERGEN.
BENJ. G. HITCHINGS.
JOHN T. MARTIN.
A. B. BAYLIS.
HENRY D. POLHEMUS.
A. W. BENSON.
S. B. CHITTENDEN.
JOHN LEFFERTS.
JOHN H. BURTIS.
JOHN M. PHELPS.
JAMES McMAHON.
BENJ. F. TRACY.
WM. C. KINGSLEY.
H. T. McCOUN.
ROBINSON GILL.
WILLIAM TUTTLE.
JAMES N. SMITH.
ALBERT DAGGETT,
CHARLES STORRS.
JAMES JOURDAN.
FRED. A. SCHROEDER.

Chief Engineer.
T. P. KINSLEY.

OCT 28 1953
ALDEN
S. Army 539. Corps of Engrs.

BY-LAWS

OF THE

Brooklyn, Flatbush & Coney Island

RAILWAY COMPANY.

ARTICLE I.

OFFICERS, SUPERINTENDENT AND AGENTS.

SECTION 1. The officers of the Company shall consist of a President, Secretary and Treasurer.

SEC. 2. There shall be a General Superintendent, and such other supervisory agents as the Board of Directors shall deem necessary, and shall from time to time by resolution designate.

ARTICLE II.

THE BOARD OF DIRECTORS.

SECTION 1. The Directors shall be chosen by ballot on the first Monday of September in each year, at an election to be held by the Stockholders on that day, between the hours of twelve o'clock M. and one o'clock P. M., at the office of the Company.

SEC. 2. The Board of Directors shall fill all vacancies that may occur therein, or in the office of President, Secretary, Treasurer, General Superintendent or other

supervisory agents, at a regular meeting after such vacancy shall occur, and notice thereof is given to the Directors, or at a Special Meeting called for that purpose

SEC. 3. Regular Meetings of the Board shall be held monthly on the second Monday of each month.

SEC. 4. Special Meetings may be held at any time on the call of the Secretary, upon the request, in writing, of the President, or any other three members of the Board, specifying its object and designating the day it is to be held, which shall not be less than three days from the time the request is made.

SEC. 5. All meetings shall be held at three o'clock in the afternoon, at the office of the Company, unless the Board shall otherwise order.

SEC. 6. A majority of the Directors shall constitute a quorum for the transaction of business, but a less number may adjourn from time to time.

SEC. 7. The order of business at the regular meetings shall be :

1. Reading and approval of the minutes of the proceedings of the previous regular meeting, and of any special meeting held thereafter.
2. Communications from the officers of the Board.
3. Reports from the General Superintendent and other supervisory agents.
4. Reports of special committees.
5. Reports of standing committees.
6. Unfinished business.
7. Other business.

SEC. 8. No other business shall be transacted at a special meeting of the Board than that for which it was called.

Sec. 9. The Directors chosen at the annual election to be held by the stockholders on the first Monday of September, 1878, and annually thereafter, shall meet on the first Wednesday after such election, and elect by ballot from their number a President, who shall hold his office until his successor is elected, unless sooner removed for cause; they may, also, at such meeting, and at any regular meeting, elect or appoint, in such manner as they may by resolution designate, a Secretary, Treasurer and Counsel of the Company, who shall hold their offices during the pleasure of the Board.

Sec. 10. The Board of Directors shall appoint at a regular meeting thereof, the General Superintendent and other supervisory agents of the Company, who shall hold their situations during its pleasure.

Sec. 11. The salaries of the officers of the Company and the compensation of its General Superintendent and other supervisory agents, and of all the employés, and the time and manner of the payment thereof, shall be fixed and prescribed by the Board on the recommendation of the Executive Committee, unless otherwise specially directed.

Sec. 12. All contracts and agreements on behalf of the Company shall be made by the Board of Directors or under its direction.

ARTICLE III.

INSPECTORS OF ELECTION.

Section 1. Three Inspectors of the election of Directors to be held by the Stockholders on the first Monday of September, 1878, shall be appointed by the Board of Directors at a regular meeting thereof; at all subsequent elections of Directors, three Inspectors of Election

shall be chosen by a majority of the votes of the Stockholders voting thereat, on the same ballot with that cast for Directors. The Inspectors shall hold their offices until others are elected in their places.

Sec. 2. The Board of Directors shall fill any vacancy that may occur in the office of Inspector of Elections before the Annual Election, at a regular meeting of the Board, or at a Special Meeting thereof, called for that purpose. If any Inspecter shall not attend on the day of such election, at the time designated for holding it, his place shall be filled by the Inspectors or Inspector present.

ARTICLE IV.

THE PRESIDENT.

Section. 1. The President shall preside at all meetings of the Board of Directors if present; in case of his absence at any meeting, a President to preside thereat shall be appointed by the Board.

Sec. 2. He shall be ex-officio a member of all committees of the Board.

Sec. 3. He shall appoint all the committees of the Board. The first member named on the several committees shall be Chairman thereof, and a majority of the members thereof shall be necessary to constitute a quorum. A vote of a majority of all the members (including the President if he be present) shall be necessary to pass any resolution or order.

Sec. 4. He shall sign all contracts ordered by the Board at a meeting thereof, to be entered into on its behalf.

Sec. 5. He shall have a general supervision of all the other officers, General Superintendent and other super-

visory agents and employés of the Company, and he shall possess such powers and discharge such other duties as shall from time to time be devolved on him by the Board.

Sec. 6. When the President shall be incapacitated by sickness, absence from the county, or other cause from attending to the general duties of his office, the Board of Directors shall appoint one of the Directors to discharge and perform the duties of his office during the time of such incapacity, who shall possess all the powers of the President in the performance of such duties.

ARTICLE V.

THE SECRETARY.

Section 1. The Secretary shall notify the Directors of all the meetings of the Board of Directors, and he shall also notify the members of the several committees of the time and place of their meetings on receiving a request or requirement from the Chairman so to do. When a vacancy, to be filled by the Board, exists, the fact shall be stated in the notice of meeting. He shall give such notice by depositing the same in the general Post-office in the city of Brooklyn, addressed to the several members at such place as they may appoint or specify for that purpose; or in default of such appointment or specification, to their respective places of residence designated in the agreement of consolidation under which the Company was formed. The notice of special meetings of the Board shall state the object or purpose for which it is called, as specified in the request to him to call it.

Sec. 2. He shall be present at the office of the Company on every business day during such hours as the

President shall from time to time direct, and he shall attend all the regular meetings and special meetings of the Board of Directors and the meetings of the several standing committees from time to time, and keep correct minutes of their proceedings, which, after the approval thereof by the said Board and committees respectively, shall be recorded by him in books to be provided for that purpose, and such record shall be signed by him.

SEC. 3. He shall have the custody of the agreement of consolidation under which the Company was formed, and of its corporate seal. He shall also have the charge and care of all contracts in writing entered into by the Company, and all of its documents and papers, except those which relate to the duties of the Treasurer. He shall affix the corporate seal to all contracts, documents and instruments directed by the Board of Directors, to be executed by and on behalf of the Company, under its seal, and he shall attest such execution by his signature; and he shall deliver a certified copy of sections two and three of the article relating to the duties of the Treasurer, to the President or Cashier of the several institutions in which the deposits of the money, checks or drafts, payable to the Company or its order, are to be made.

SEC. 4. The Board shall appoint one of its members to act as Secretary *pro tempore* in the case of the absence of the Secretary from any of its meetings; and if the Secretary shall be absent from a meeting held by any committee, they shall appoint one of their number to act as Secretary at such meeting.

ARTICLE VI.

THE TREASURER.

SECTION 1. The Treasurer shall receive all moneys of

the Company, and disburse the same on the order of the Board of Directors, or of the Executive Committee. He shall exhibit a statement at every regular meeting of the Board of Directors of the receipts and disbursements by him during the month preceding it, and such other statements from time to time as may be directed by the Board or the Executive Committee.

SEC. 2. He shall daily deposit all moneys, checks and drafts for, or in favor of the Company, received by him, to its credit, in such bank or banks or trust company or companies transacting business in the city of Brooklyn, as may be designated for that purpose, from time to time, by a resolution of the Board of Directors; and all checks and drafts payable to the Company or its order shall be endorsed by him on such deposits thereof.

SEC. 3. He shall disburse the moneys directed or authorized to be paid by the Board of Directors or the Executive Committee, signed by him and the President or acting President, drawn on a deposit bank or trust company, payable to the order of the party or parties to whom payment is to be made, or to his, her or their authorized attorney or agent; and he shall take receipts for all moneys paid by him, and file the same in the regular order, to be submitted to the Auditing Committee on the examination of his accounts at the end of every month.

SEC. 4. He shall keep an accurate account of all moneys received and disbursed by him, and the object or purpose thereof, in books provided for that purpose, and an entry in such books shall be made daily of such receipts and disbursements. He shall exhibit his books, including his book of deposits, to the President or acting President for examination whenever required, and give the requisite information and explanation in relation to the entries therein.

SEC. 5. He shall prescribe the form and manner in which the ticket agents, collectors and other employés of the Company, receiving and collecting moneys for it, shall make a return or render an account to him of the moneys received and collected by them respectively.

SEC. 6. Upon the payment of any installment payable for stock called for by the Board of Directors, scrip receipts shall be given for the sum paid, entitling the holder thereof to the number of shares specified therein, when the full amount payable therefor is paid, and such receipts are surrendered.

SEC. 7. He shall issue and deliver certificates of stock to the several subscribers or parties entitled thereto, after the payment of all the installments payable therefor, stating the number of shares to which they are so entitled, and declaring that such stock shall be transferable only on the books of the Company, and the surrender of such certificates.

SEC. 8. Transfers of stock shall be made only on the books of the Company provided for that purpose by the owner thereof, or by his, her or their attorney, legally constituted or appointed; or in case of death by his, her or their legal representatives; and no certificate of stock shall be issued to the transferee thereof, except upon the surrender and cancellation of the certificate or certificates previously issued therefor, and in place of which certificates are asked.

SEC. 9. All certificates of stock shall be signed by the President and Secretary and countersigned by the Register, and a book shall be kept in which the names of the persons to whom such certificates are issued shall be entered.

ARTICLE VII.

REGISTER.

There shall be a Register appointed by the Board of Directors, whose office shall be distinct from the office of the Company. It shall be his duty to countersign all certificates of the capital stock of this Company, and keep a proper record of the same in a suitable book for that purpose, which shall be the property of the Company. Whenever he shall countersign a new certificate he shall file the old one, and as often as required by the Company he shall return to the Company's office the cancelled certificates so filed by him, and also his record of transfers, to be compared with the stock ledger kept by the Secretary of the Company, and then such cancelled certificates shall be pasted in the certificate book from whence they were taken.

ARTICLE VIII.

THE GENERAL SUPERINTENDENT.

SECTION 1. The General Superintendent shall from time to time prepare the time-table, supervise the running of the different trains, and perform such other duties as shall be devolved on him by the Executive Committee.

SEC. 2. He shall from time to time, with the approval of the Executive Committee, appoint the engineers, ticket agents, conductors, brakemen and other employés of the Company, and with like approval remove or dismiss any or either of them.

SEC. 3. He may suspend any or either of them from duty temporarily, but not beyond the first regular meeting of the Executive Committee after such suspension.

ARTICLE IX.

COMMITTEES.

SECTION 1. There shall be the following standing committees, viz. :

1. A Construction Committee.
2. An Executive Committee.

SEC. 2. The Construction Committee shall consist of five members for the first year. They shall have charge of the construction of the road, depot and other structures to be erected, the construction and purchase of the engines and cars, and the keeping the same in order, and the purchase of all the materials that may be required to be bought for such construction and keeping the property in order.

SEC. 3. The Executive Committee shall consist of five members for the first year. It shall be their duty to recommend to the Board of Directors the amount of the salaries of the officers, General Superintendent and other supervisory agents elected or appointed by the Company ; and they shall fix the compensation to be paid to the engineers, ticket agents, conductors, brakemen and other employés of the Company, and prescribe the time for the payment thereof. They shall, in case any of the officers, General Superintendent or other supervisory agent is temporarily unable to discharge his duties, appoint another person to perform them during the time of such disability. They shall examine all bills against the Company, audit the same, order their payment by the Treasurer, and report a statement of the bills so ordered to be paid to the Board of Directors, at its first regular meeting thereafter.

They shall from time to time devise such measures as shall appear to them necessary or advisable to promote the interests of the Company. The employment of the

engineers, ticket agents, conductors, brakemen and other employés by the General Superintendent, and their dismissal, shall be subject to the approval of this committee, who may, in their discretion, require satisfactory security to be given by them, or any or either of them, for the faithful performance of their duties. They shall discharge such other duties as shall from time to time be devolved on them by the Board of Directors.

SEC. 4. The said committees shall hold their meetings at the office of the Company, at stated times to be fixed by them respectively.

SEC. 5. After the first year the said committees shall consist of three members.

SEC. 6. There shall be a special committee of five Directors during the first year, and of three Directors thereafter, to be appointed at the regular meeting in each month, to examine and audit the accounts of the Treasurer during the preceding month, and they shall report the result of such examination to the Board at its first regular meeting thereafter; such examination and audit shall be made at the office of the Company.

ARTICLE X.

ALTERATION AND AMENDMENT OF BY-LAWS.

SECTION 1. The By-Laws of the Company may be altered and amended at any regular meeting of the Board of Directors by a vote of a majority of the members present, on notice being given at a previous regular meeting of the alteration or amendment proposed to be made, and the time when it will be offered for action thereon.

SEC. 2. Any By-Law may be suspended by unanimous consent at any meeting of the Board, but such suspension shall not extend beyond the meeting at which it is ordered.

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By-laws : adopted October 1877.
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